IN THE HIGH COURT OF JUDICATURE AT BOMBAY
O.O.C.J.

COMPANY PETITION NO.835 OF 2005
CONNECTED WITH
COMPANY APPLICATION NO.745 OF 2005

In the matter of The Companies Act, 1956(I of1956);

In the matter of Sections 391 to 394 of the Companies Act, 1956;

In the matter of Scheme of Amalgamation of Vada Timber Industries Private Limited and Cedar Impex Private Limited (Transferor Co.) with Durian Industries Limited (Transferee Co.) and their respective members and creditors.

Vada Timber Industries Private Limited...Petitioner Company.

Mr.Rajesh shah i/b Rajesh Shah & Co. for the Petitioner.
Mr.S.C.Gupta, Official Liquidator present.
Mr.C.J.Joy with R.C.Master and M.M.Goswami i/b
Dr.T.C.Kaushik, Regional Directors in both.

ALONGWITH
COMPANY PETITION NO.836 OF 2005
CONNECTED WITH
COMPANY APPLICATION NO.746 OF 2005

In the matter of The Companies Act, 1956(I of1956); In the matter of Sections 391 to 394 of the Companies Act, 1956;

In the matter of Scheme of Amalgamation of Vada Timber Industries Private Limited and Cedar Impex Private Limited (Transferor Cos.) with Durian Industries Limited (Transferee Co.) and their respective members and creditors.

Cedar Impex Private Limited ...Petitioner Company.

Mr.Rajesh shah i/b Rajesh Shah & Co. for the Petitioner.
Mr.S.C.Gupta, Official Liquidator present.
Mr.C.J.Joy with R.C.Master and M.M.Goswami i/b
Dr.T.C.Kaushik, Regional Directors in both.

CORAM : S.J.VAZIFDAR, J.
DATED : 10th February, 2006.

P.C.:

The Petitioners are the transferor companies. The Petitions are for amalgamation with Durian Industries Limited, the transferee company and the Petitioner in Company Petition No.837 of 2005 .

2. There is no dispute that the entire proceedings leading to this petition have complied with all the legal requirements.

3. The Official Liquidator in his report stated that the affairs of the transferor company have not been conducted in a manner prejudicial to the interest of its members or to the public interest. The Regional Director in his affidavit has stated that the scheme is not prejudicial to the interest of the creditors and the shareholders.

4. There is no dispute that the amalgamation is in

the interest of the shareholders and the creditors of the Petitioner as well as the transferee company.

5. However, it is clarified that all statutory requirements under section 17 and 18 of the Companies Act shall be complied with by the transferee company in view of the alterations in the objects clause of the Memorandum of Association of the transferee company.

6. In view of the above, there is no objection to the sanctioning of the said scheme.

7. In the circumstances, the Petition is made absolute in terms of prayers (a) to (j).

8. Costs of the Regional Director and the Official Liquidator fixed at Rs.2,500/- each.

9. Filing and issuance of the drawn up order is dispensed with.

All concerned to act on an ordinary copy of this order duly authenticated by the Company Registrar.

Certified copy expedited.